

EXHIBIT - A

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: : Chapter 11
:
W.R. GRACE & CO., *et. al.* : Case No. 01-1139 (JKF)
:
Debtors : (Jointly Administered)

**ORDER APPROVING TWENTY-EIGHTH QUARTERLY
FEE APPLICATION OF PRICEWATERHOUSECOOPERS LLP,
AUDITORS AND TAX CONSULTANTS FOR DEBTORS, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the Twenty-eighth Quarterly Fee Application of PricewaterhouseCoopers LLP ("PwC"), Auditors and Tax Consultants for Debtors, for Allowance of Compensation and Reimbursement of Expenses, incurred during the interim period January 1, 2008 through March, 2008, dated May 12, 2008 (the "Application"); and upon the Certification of William Bishop in support of the Application; and upon a hearing having been held before this Court to consider the Twenty-eighth Quarterly Fee Application on September 29, 2008 at 1:00 p.m.; and upon notice having been given pursuant to Bankruptcy Rule 2002(a)(7) and (c)(2); and due consideration having been given to any responses thereto, and sufficient cause having been shown therefore, it is hereby:

ORDERED that the Twenty-eighth Quarterly Fee Application is approved, and it is further

ORDERED that the compensation for services rendered in the amount of \$958,339.83 (plus \$11,931.00 for preparing the related fee applications) and expenses in the aggregate amount of \$13,145.28 is hereby granted to PwC.

Dated: _____, 2008

Judith K. Fitzgerald
United States Bankruptcy Judge